



The Atchison, Topeka and Santa Fe Railway Company

A Santa Fe Industries Company

80 East Jackson Boulevard, Chicago, Illinois 60604, Telephone 312/427-4900

RECORDATION NO. 8839

FEB 7 1985 3 25 PM

February 1, 1985

5-038A059

No. FEB 07 1985

Date

Fee \$ 10.00

ICC Washington, D.C.

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. 8839

FEB 7 1985 3 25 PM

INTERSTATE COMMERCE COMMISSION

Re: Amendment Agreement to Conditional Sale Agreement and Lease of Railroad Equipment, dated April 1, 1977, Among The Atchison, Topeka and Santa Fe Railway Company (as successor to The Toledo, Peoria & Western Railroad Company), New England Merchants Leasing Corporation B-3 and Commercial National Bank of Peoria

Dear Mr. Secretary:

Enclosed herewith please find two copies each of the documents described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

- (1) Two executed counterparts of Amendment Agreement, dated as of May 1, 1984, to Conditional Sale Agreement, dated April 15, 1977, among Commercial National Bank of Peoria, as Assignee of General Motors Corporation (Electro-Motive Division) (the "Assignee-Vendor"), New England Merchants Leasing Corporation B-3 (the "Vendee-Lessor") and The Atchison, Topeka and Santa Fe Railway Company, as successor to The Toledo, Peoria & Western Railroad Company (the "Lessee").
- (2) Two executed counterparts of Amendment Agreement, dated as of May 1, 1984, to the Lease of Railroad Equipment, dated as of April 15, 1977 (the "Lease"), between The Atchison, Topeka and Santa Fe Railway Company, as successor to The Toledo, Peoria & Western Railroad Company (the "Lessee"), and New England Merchants Leasing Corporation B-3 (the "Lessor").

That Conditional Sale Agreement and Lease of Railroad Equipment to which the above-described Amendments are connected, are recorded under Recordation No. 8839.

The equipment covered by the Conditional Sale Agreement and Lease of Railroad Equipment, dated April 15, 1977, is described on Exhibit 1.

Mr. James H. Bayne
February 1, 1985
Page Two

For the convenience of the parties, I have enclosed three (3) additional counterparts of each amendment, which I should like to have returned to me bearing the recordation information.

A check in the amount of \$10 is also enclosed in the payment of the Commission's prescribed recordation fee.

Very truly yours,



Gus Svolos
Vice President-Law

JQG/LBM/lgd

Enclosures

CONDITIONAL SALE AGREEMENT AND
LEASE OF RAILROAD EQUIPMENT;
DATED APRIL 15, 1977

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
4	2,000 HP Diesel Electric Locomotives, Model GP-38-2, General Motors Corporation (Electro-Motive Division), Builder; Nos. 3561 to 3564 both inclusive	\$418,880	\$1,675,520

AMENDMENT AGREEMENT
TO CONDITIONAL SALE AGREEMENT
4 GP-38-2 LOCOMOTIVES

8839 F
RECORDATION NO. 8839 F
FILED 1425

FEB 7 1985 : 2:21 PM

INTERSTATE COMMERCE COMMISSION

Amendment Agreement, dated as of May 1, 1984, to the Conditional Sale Agreement, dated as of April 15, 1977 (the "CSA") among Commercial National Bank of Peoria, as Assignee of General Motors Corporation (Electro-Motive Division), (the "Assignee-Vendor"), New England Merchants Leasing Corporation B-3 (the "Vendee-Lessor") and The Atchison, Topeka and Santa Fe Railway Company, as successor to the Toledo, Peoria & Western Railroad Company (the "Lessee").

WITNESSETH

WHEREAS, the Vendee-Lessor has purchased certain Units of Equipment under the CSA from General Motors Corporation (Electro-Motive Division) (the "Builder"), and the Builder has assigned its rights under the CSA to the Assignee-Vendor pursuant to the Agreement and Assignment dated as of the same date as the CSA;

WHEREAS, the Vendee-Lessor leases the Units of Equipment to the Lessee under a Lease of Railroad Equipment dated as of the same date as the CSA;

WHEREAS, pursuant to Section 5 of the Lease, the Lessee wishes to change the identifying numbers of the Units of Equipment leased by Lessor to Lessee under the Lease;

WHEREAS, the Vendee-Lessor wishes to have such identifying numbers also and identically changed under the CSA pursuant to Article 9 thereof by filing a statement of new numbers with the Assignee-Vendor and recording the same in all public offices where the CSA has been previously recorded; and

WHEREAS, the CSA has been recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303.

NOW THEREFORE, the Parties hereto, for good and valuable consideration, hereby agree as follows:

1. In accordance with the requirements of Article 9 of the CSA, the Vendee-Lessor hereby files with the Assignee-Vendor the attached Statement of New Identifying Numbers, dated as of May 1, 1984, (the "Statement") which Statement is the same as that to be filed by the Lessee with the Vendee-Lessor under the Lease for the purpose of changing thereunder the identifying numbers of the Units of Equipment subject to the Lease and this CSA.

2. The Assignee-Vendor hereby acknowledges its receipt of the Statement.

3. The Lessee (or, failing it, the Vendee-Lessor) shall cause this Amendment Agreement together with the Statement to be filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 [formerly Section 20(c) of the Interstate Commerce Act].

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment Agreement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals as of the date first above written.

ATTEST:

COMMERCIAL NATIONAL BANK OF PEORIA,
as Assignee

By *Geo. H. Regias*
Title: *Vice Pres.*

By *John E. Weidman*
Title: *Vice President*

ATTEST:

NEW ENGLAND MERCHANTS LEASING
CORPORATION B-3

By *Halley B. Collins*
Title: *Assistant Secretary*

By *David A. Meckan*
Title: *Vice President*

ATTEST:

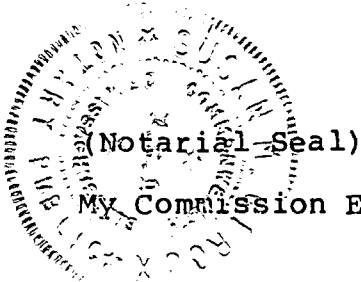
THE ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY

By *T. M. Mc Gowan*
Title:

By *D. B. Ruegg*
Title:

COMMONWEALTH OF MASSACHUSETTS)
) SS
COUNTY OF SUFFOLK)

On this 6th day of July 1984, before me personally appeared David A. Mehan, to me personally known, who, being by me duly sworn, says that he is Vice President of New England Merchants Leasing Corporation B-3, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

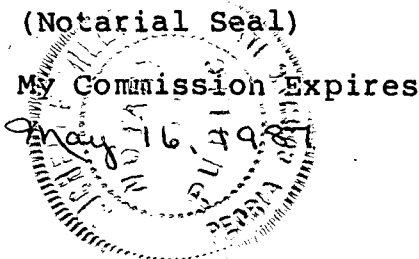


Susan M. Giroux
Notary Public

STATE OF ILLINOIS)
) SS
COUNTY OF PEORIA)

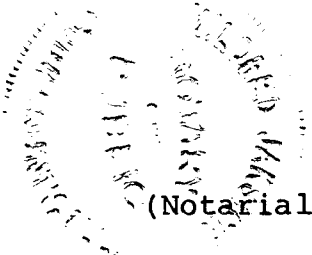
On this 17th day of October 1984, before me personally appeared John C. Weidman, to me personally known, who, being by me duly sworn, says that he is Vice President of the Commercial National Bank of Peoria, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation as agent by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation as agent.

Michelle Weidman
Notary Public



STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 21st day of June 1984, before me personally appeared D. G. Ruegg, to me personally known, who, being by me duly sworn, says that he is Executive Vice President of The Atchison, Topeka and Santa Fe Railway Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Mildred Schisch
Notary Public

(Notarial Seal)

My Commission Expires : August 7, 1987

May 1, 1984

CONDITIONAL SALE AGREEMENT
DATED APRIL 15, 1977

STATEMENT OF NEW IDENTIFYING NUMBERS

<u>Number of Units</u>	<u>Description</u>	<u>Original TP&W Numbers</u>	<u>New ATSF Numbers</u>
4	General Motors Corporation	2001	3561
	(Electro-Motive Division)	2002	3562
	Model GP-38-2 2,000 HP	2003	3563
	Diesel Electric Locomotives	2004	3564